

## EQUIPMENT PURCHASE AGREEMENT

This Equipment Purchase Agreement (the "Agreement") is made effective as of the 30th day of December 2009 (the "Effective Date"), between ENERGY PARTS SOLUTIONS, LLC, a Missouri company ("Seller"), and DERWICK ASSOCIATES, S.A., a Panamanian company ("Buyer").

RECITALS

Buyer desires to purchase the eleven (11) gas turbine generator packages consisting of 1 refurbished GE LM2500PE, 4 used GE TM2500, 2 refurbished PW Twin Pac FT-4C-1D, and 4 new RR Trent 60, along with auxiliary equipment and parts all of which is further described in Exhibit A (the "Equipment").

Seller desires to sell the Equipment to Buyer.

FOR AND IN CONSIDERATION of the mutual covenants herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and agreed, the parties agree as follows:

**1. PURCHASE AND SALE OF EQUIPMENT**

Upon the terms and subject to the conditions contained herein, Seller shall sell to Buyer, and Buyer shall purchase from Seller, the Equipment.

**2. PURCHASE PRICE; PAYMENT TERMS****2.1 Purchase Price**

The purchase price for the Equipment is U.S.\$207,741,306.20 (the "Purchase Price").

**2.2 Payment Terms**

On or before ten (10) days following the Effective Date the Buyer shall wire to Seller in immediately available funds U.S.\$20,743,878.87. On or before ten (10) days following Seller's written notice to Buyer of readiness to ship the Equipment, the Buyer shall wire to Seller in immediately available funds the amounts stated in the schedule below for the respective Equipment for which notice has been given:

<u>Estimated Payment Date</u>	<u>Payment Amount</u>	<u>Equipment</u>
1/25/2010	U.S.\$50,000,000	4 GE TM2500 GTGs GTG
2/15/2010	U.S.\$10,000,000	1 GE LM2500PE
3/1/2010	U.S.\$35,000,000	2 PW Twin Pac FT-4C-1D GTGs
3/29/2010	U.S.\$80,000,000	4 RR Trent 60 GTGs
4/26/2010	U.S.\$11,995,427.33	Transformers/Parts

All funds wired to Seller shall be sent according to the following instructions:

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Customer: Derwick  
PDVSA Equipment

Selling Price \$159,417,499.86

Cash Receipts:

Payment Date	Comment	Amount
1/29/2010	10% Down Payment	\$ 20,745,878.87
2/8/2010	LM2500 Taft	\$ 8,370,000.00
2/25/2010	4 RR Trents	\$ 90,000,000.00
3/11/2011	FT4s / Transformers	\$ 34,663,070.34

Total Cash Receipts \$153,778,949.21

Revenue

Equipment Description	Quantity	Unit Price	Total
GE LM2500PE	1	\$9,300,000.00	\$9,300,000.00
PW Twin Pac FT-4C-1D GTG's	1	\$15,000,000.00	\$15,000,000.00
PW Twin Pac FT-4C-1D GTG's	1	\$15,000,000.00	\$15,000,000.00
RR Trent 60 CTGs	1	\$25,000,000.00	\$25,000,000.00
RR Trent 60 CTGs	1	\$25,000,000.00	\$25,000,000.00
RR Trent 60 CTGs	1	\$25,000,000.00	\$25,000,000.00
RR Trent 60 CTGs	1	\$25,000,000.00	\$25,000,000.00
Transformers/Parts	1	\$20,117,499.86	\$20,117,499.86
<b>Total</b>	<b>8</b>		<b>\$159,417,499.86</b>

Net Profit \$44,334,542.86

## Cost

Quantity	Unit Price	Total
1	\$8,664,774.00	\$8,664,774.00
1	\$10,871,691.00	\$10,871,691.00
1	\$10,871,691.00	\$10,871,691.00
1	\$18,021,434.00	\$18,021,434.00
1	\$18,021,434.00	\$18,021,434.00
1	\$18,021,434.00	\$18,021,434.00
1	\$18,021,434.00	\$18,021,434.00
1	\$3,000,000.00	\$ 3,000,000.00
1	\$2,100,000.00	\$ 2,100,000.00
1	\$1,750,565.00	\$ 1,750,565.00
1	\$915,000.00	\$ 915,000.00
1	\$303,500.00	\$303,500.00
1	\$750,000.00	\$750,000.00
1	\$3,500,000.00	\$3,500,000.00
1	\$270,000.00	\$270,000.00
		\$0.00
15		<b>\$115,082,957.00</b>

Vendor

MMC

Wood Group Pratt Whitney Industrial Power Turbines LLC

Wood Group Pratt Whitney Industrial Power Turbines LLC

Montgomery Power Partners

Montgomery Power Partners

Montgomery Power Partners

Montgomery Power Partners

Montgomery Power Partners

Wood Group Pratt Whitney Industrial Power Turbines LLC

EPS Stock

Aisa Pacific

Aisa Pacific

Various

Rolls Royce Spares

Training

#### Comments

2.1M in spare parts

3 M in Transformers

2x150mva Transformer

Spares

2x75mva Transformer

2x75mva Transformer

1x36mva Transformer

LM2500 spares

Spares

Training